

**IN THE UNITED STATES COURT OF APPEALS
FOR THE EIGHTH CIRCUIT**

**Nos. 23-1520, 23-1524, 23-1525, 23-1528, 23-2561, 23-2567, 23-2593, 23-2613
(consolidated)**

EDF RENEWABLES, INC., *et al.*,
WESTERN FARMERS ELECTRIC COOPERATIVE,
CIMARRON WINDPOWER II, LLC, and
OKLAHOMA GAS & ELECTRIC COMPANY,

Petitioners,
v.

FEDERAL ENERGY REGULATORY COMMISSION,

Respondent.

GOLDEN SPREAD ELECTRIC COOPERATIVE, INC., *et al.*,

Intervenors.

Petitions for Review of Orders of the Federal Energy Regulatory Commission
(EL19-75-000, -001; EL19-93-000, -001; EL19-96-000, -001; EL19-77-000, -001)

**UPDATED CORPORATE DISCLOSURE STATEMENT OF
CIMARRON WINDPOWER II, LLC**

Pursuant to Rule 26.1 of the Federal Rules of Appellate Procedure and Circuit Rule 26.1A, Petitioner Cimarron Windpower II, LLC (“Cimarron Windpower II”) hereby provides the following updated Corporate Disclosure Statement as a result of a recent sale by Duke Energy of certain upstream interests in Cimarron Windpower II to BEP

BIF V Hollywood AIV LLC (“BEP BIF V Hollywood AIV”), BIF V Hollywood Carry II, L.P. (“BIF V Hollywood Carry II”), and BIF V Hollywood Carry LLC (“BIF V Hollywood Carry,” and collectively with BEP BIF V Hollywood AIV and BIF V Hollywood Carry II, “Buyers”). As described below, each of Buyers is an affiliate of Brookfield Corporation and Brookfield Asset Management Ltd. (“BAM Ltd.,” and together with Brookfield Corporation, “Brookfield”).

As a result of that recent transaction, affiliates of Brookfield and Sumitomo Corporation of America (“Sumitomo”) each own 50 percent of Cimarron Windpower II. Sumitomo’s interests in Cimarron Windpower II were reported previously and have not changed.

Buyers and Brookfield

BEP BIF V Hollywood AIV. BEP BIF V Hollywood AIV LLC is a wholly-owned direct subsidiary of Brookfield Power US Holding America Co. (“BPUSHA”). BPUSHA is a wholly-owned indirect subsidiary of Brookfield BRP Holdings (US) Inc. (“Brookfield BRP Holdings (US)”). BEP Subco Inc. (“BEP Subco”) directly owns all of the voting shares in Brookfield BRP Holdings (US). BEP Subco is a wholly-owned direct subsidiary of Brookfield Renewable Corporation (“BEPC”).

BEPC is a corporation organized under the laws of British Columbia, Canada. BEPC has two classes of voting securities, Class A exchangeable subordinate voting shares (“BEPC Exchangeable Shares”) and Class B shares. By their terms, the BEPC Exchangeable Shares in the aggregate represent 25 percent of BEPC’s voting securities regardless of the number of BEPC Exchangeable Shares outstanding from time to time. BEPC’s Class B shares in the aggregate represent 75 percent of its voting securities regardless of the number of Class B shares outstanding from time to time.

Brookfield Renewable Energy L.P. (“BRELP”) indirectly owns 100 percent of BEPC’s Class B shares.¹ BRELP is owned by BREP Holding L.P. (“BREP Holding”) (GP interest) and Brookfield Renewable Partners L.P. (“BEP”) (LP interest).² BREP Holding is a wholly-owned indirect

¹ BRELP also indirectly owns 100 percent of BEPC’s Class C shares, which are non-voting except in limited circumstances prescribed by applicable law.

² Brookfield Renewable Power Inc. (“BRPI”) and Brookfield Energy Marketing LP also own redeemable exchangeable partnership units in BRELP, which are exchangeable for BEP LP Units (as defined herein).

subsidiary of Brookfield Asset Management ULC (“BAM ULC”), which is owned by Brookfield Corporation (75%)³ and BAM Ltd. (25%).

BEP is a Bermuda limited partnership. The non-voting limited partnership interests in BEP (“BEP LP Units”) are publicly traded on the Toronto Stock Exchange and New York Stock Exchange, under the symbols BEP.UN and BEP, respectively. Brookfield Renewable Partners Limited, a wholly-owned direct subsidiary of BRPI, which in turn is a wholly-owned indirect subsidiary of Brookfield Corporation, owns the 0.01 percent general partnership interest in BEP and has sole responsibility and authority for the management and control of BEP. The BEP LP Units are held by Brookfield Corporation (approximately 26 percent indirectly through subsidiaries) and public investors (approximately 74 percent).⁴ No individual public investor (in aggregate

³ Brookfield Corporation directly owns approximately 73.23% of BAM ULC and indirectly owns 1.76% of BAM ULC through its wholly owned indirect subsidiary BRPI.

⁴ On a “fully-exchanged” basis (*i.e.*, assuming exchange of 100 percent of all outstanding securities convertible for BEP LP Units), Brookfield Corporation would indirectly beneficially own approximately 47 percent of the BEP LP Units, and the public would own the remaining approximately 53 percent. If only such convertible securities owned by Brookfield Corporation and its affiliates, but not public shareholders, were converted into BEP LP Units, then Brookfield Corporation would indirectly beneficially own approximately 59.3 percent of the BEP LP Units, and the public would own the remaining approximately 40.7 percent.

together with its associate or affiliate companies) holds 10 percent or more of the BEP LP Units.

The BEPC Exchangeable Shares are publicly traded on the Toronto Stock Exchange and New York Stock Exchange under the symbol BEPC.⁵ A portion of the BEPC Exchangeable Shares is held by public investors, none of which holds (in aggregate together with its associate or affiliate companies) 10 percent or more of the outstanding voting securities of BEPC. Affiliates of Brookfield Corporation indirectly own the remaining BEPC Exchangeable Shares, which represent approximately 25 percent of the outstanding BEPC Exchangeable shares as of November [6], 2023. As a result, Brookfield indirectly currently controls approximately 81.2% of the voting securities of BEPC.

BIF V Hollywood Carry II. The general partnership interests in BIF V Hollywood Carry II is owned by BIF V Carry US Splitter LP, which is managed and controlled by its general partner, Brookfield

⁵ Each BEPC Exchangeable Share is exchangeable at the option of the holder for one BEP LP Unit (subject to adjustment to reflect certain capital events) or its cash equivalent (the form of payment to be determined at the election of BEPC). BEP may elect to satisfy its exchange obligation by acquiring such tendered BEPC Exchangeable Shares for an equivalent number of BEP LP Units (subject to adjustment to reflect certain capital events) or its cash equivalent (the form of payment to be determined at the election of BEP).

Infrastructure Fund V GP LLC (Brookfield Infrastructure Fund V GP). Brookfield Infrastructure Fund V GP is a wholly-owned direct subsidiary of Brookfield Infrastructure Fund V Officer GP LLC, which is a wholly-owned indirect subsidiary of BAM ULC. The limited partnership interests in BIF V Hollywood Carry II are owned by BIF V Hollywood Blocker LLC and Brookfield Infrastructure Fund V-B II AIV, L.P. (“Brookfield Infrastructure Fund V-B II AIV”). BIF V Hollywood Blocker LLC is owned by investment vehicles of Brookfield Infrastructure Fund V (together with Brookfield Infrastructure Fund V-B II AIV, the “Brookfield Infrastructure Fund V Investment Vehicles”). Each of the Brookfield Infrastructure Fund V Investment Vehicles is managed and controlled by a general partner that is a wholly-owned indirect subsidiary of BAM ULC.

BIF V Hollywood Carry. BIF V Hollywood Carry is a wholly-owned subsidiary of Brookfield Infrastructure Fund V-C II AIV, L.P., which is an investment vehicle of Brookfield Infrastructure Fund V that is managed and controlled by its general partner, Brookfield Infrastructure Fund V GP. As explained above, Brookfield

Infrastructure Fund V GP is a wholly-owned indirect subsidiary of BAM ULC, which is owned by Brookfield.

Brookfield. Brookfield Corporation is an Ontario corporation with its principal place of business in Toronto, Ontario, Canada. The outstanding Class A Limited Voting Shares of Brookfield Corporation and the outstanding Class A Limited Voting Shares of BAM Ltd. are each publicly traded on the Toronto Stock Exchange and New York Stock Exchange under the symbols BN and BAM, respectively.

The outstanding Class B Limited Voting Shares of Brookfield Corporation and the outstanding Class B Limited Voting Shares of BAM Ltd. are each held by the BAM Partnership, a trust constituted under the laws of the Province of Ontario, held directly or indirectly, by certain longstanding senior leaders of Brookfield. The beneficial interests in the BAM Partnership, and the voting interests in its trustee, are held one-third by Jack L. Cockwell, one-third by Bruce Flatt. No other person or entity owns or controls (directly or indirectly and together with its affiliates) a 10 percent or greater economic or voting interest in the BAM Partnership or its trustee.

Sumitomo

Sumitomo is a direct subsidiary of Sumitomo Corporation, which is a company duly formed under Japanese Law. Sumitomo Corporation is a diversified company whose common stock is publicly held and traded on various Japanese stock exchanges. To Sumitomo's knowledge, no publicly held company has a 10 percent or greater ownership interest in Sumitomo Corporation.

Dated: November 20, 2023

/s/ Christopher R. Jones

Christopher R. Jones

Miles H. Kiger

Antonia M. Douglas

TROUTMAN PEPPER HAMILTON SANDERS
LLP

401 9th Street, N.W., Suite 1000

Washington, DC 20004

Tel.: (202) 662-2181

chris.jones@troutman.com

miles.kiger@troutman.com

antonia.douglas@troutman.com

Counsel for

Cimarron Windpower II LLC